

Hearing Date and Time: April 22, 2010 at 10:00 a.m. (EST)
Objection Deadline: April 15, 2010 at 4:00 p.m. (EST)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
:
Delphi Corporation, *et al.*, : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
-----X

**CERTIFICATION AND NOTICE OF FILING OF EXHIBITS WITH RESPECT TO
APPLICATION OF HIGHLAND CAPITAL MANAGEMENT, L.P. PURSUANT TO 11
U.S.C. §§ 503(b)(3) AND 503(b)(4) FOR ALLOWANCE AND REIMBURSEMENT OF
REASONABLE PROFESSIONAL FEES AND ACTUAL, NECESSARY EXPENSES IN
MAKING A SUBSTANTIAL CONTRIBUTION IN THESE CHAPTER 11 CASES**

TO: THE HONORABLE JUDGE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Highland Capital Management, L.P. (“Highland”), a creditor of the above-captioned Debtors (collectively, the “Debtors”) and a party-in-interest in the above-captioned chapter 11 cases (the “Cases”), by and through its undersigned counsel, hereby files this certification and notice of filing of exhibits (the “Certification and Notice”) with respect to its application filed on November 20, 2009 (the “Application”), pursuant to sections 503(b)(3) and 503(b)(4) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, for allowance and reimbursement of

reasonable professional fees and actual, necessary expenses in making a substantial contribution in the Cases.¹

CERTIFICATION

I, Lenard M. Parkins, certify that:

1. I am the partner with Haynes and Boone² with responsibility for the Application.
2. In respect of the Guidelines, I hereby certify that:
 - a) I have read the Application;
 - b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Local Guidelines;
 - c) The fees and disbursements sought in the Application are billed at rates in accordance with practices customarily employed by Haynes and Boone and on information and belief, by Loughlin, Meghji and generally accepted by their respective clients; and
 - d) In providing a reimbursable service, Haynes and Boone and on information and belief, Loughlin, Meghji, do not make a profit on that service whether that service is provided by Haynes and Boone or Loughlin, Meghji in-house or through a third party.

3. I further certify that, in accordance with the Modification Order, Haynes and Boone has served the Application and will serve this Certification and Notice concurrently with its filing, on (i) counsel for the Debtors, (ii) counsel for the Creditors' Committee, and (iii) the United States Trustee for the Southern District of New York.

NOTICE OF FILING EXHIBITS

4. In connection with the Application, and in addition to the exhibits that were already annexed to the Application, Highland, by its undersigned counsel, hereby files the following exhibits:

¹ Docket No. 19112.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

- a) **Exhibit "A"**- redacted invoices containing detailed narrative descriptions of Haynes and Boone's fees and expenses in connection with the Application;
- b) **Exhibit "B"**- redacted copy of the Loughlin, Meghji's fully executed engagement letter agreement.
- c) **Exhibit "C"** – invoices for Loughlin, Meghji's fees and expenses in connection with the Application.

Dated: April 5, 2010
New York, New York

/s/ Lenard M. Parkins

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